

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE:

**SUPERIOR OFFSHORE
INTERNATIONAL, INC.,**

Debtor.

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§

**Case No. 08-32590-H2-11
(Chapter 11)**

MOTION TO DISALLOW LATE-FILED PROOFS OF INTEREST

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

**To the Honorable Marvin Isgur,
Chief United States Bankruptcy Judge:**

H. Malcolm Lovett, Jr., the plan agent under the confirmed plan of liquidation, (the “Plan Agent”) files this Motion to Disallow Late-Filed Proofs of Interest.

Nature of the Motion

1. By Order entered January 4, 2011, the Court established a procedure for the submission of proofs of interest. Under the terms of the Court’s order, late-filed proofs of interest were automatically disallowed. For administrative purposes, the Plan Agent seeks an order specifically disallowing the proofs of interest received by the Plan Agent after the deadline. This motion is being sent to each party submitting a proof of interest after the deadline in order

to provide them an opportunity to tell the Court why the Court's prior order is not applicable to their specific situation.

Relevant Background

2. On April 24, 2008, the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. By Order entered July 28, 2008, the Court established a bar date for filing proofs of claim [Docket No. 671]. With respect to proofs of interest, the order states as follows:

Any entity holding an interest in the Debtor (an "Interest Holder"), which interest is based exclusively upon the ownership of common stock (the "Interest"), need not file a proof of interest on or before the Bar Date or any government bar date, as applicable; The Debtor reserves the right to establish at a later time a bar date requiring Interest Holders to file proofs of interest. If such a bar date is established, Interest Holders will be notified of the bar date for filing of proofs of interest at the appropriate time.

3. On January 28, 2009, the Court entered an order confirming the First Amended Joint Chapter 11 Plan of Liquidation (the "Plan"). The Plan became effective on February 11, 2009. Pursuant to the Plan, all creditors in Classes 1-6 have been paid in full with interest.¹ Equity interests in the Debtor are classified as Class 8 – Interests.

4. On November 8, 2010, the Plan Agent and the Post-Confirmation Committee filed their Joint Motion to (i) Approve Procedure to Determine Holders of Class 8 Interests; and (ii) Establish a Bar Date and Noticing Procedures for Class 8 Interests [Docket No. 2201]. By Order entered January 4, 2011, the Court approved a procedure for the submission of proofs of interest (the "Procedures Order") [Docket No. 2212].

5. The Procedures Order provides, in part, the following:

2. **February 28, 2011 (the "Class 8 Bar Date")** is the deadline for filing proofs of interest against Superior Offshore International, Inc.

¹ Class 7 – Subordinated Securities Claims is comprised primarily of a proof of claim filed on behalf of a putative class in a pending securities fraud lawsuit before U.S. District Judge Nancy Atlas (the "Securities Litigation"). A settlement has been reached in the Securities Litigation. As part of the settlement, the class proof of claim is being withdrawn.

6. On or before the Bar Date, each current beneficial holder of a Class 8 – Equity Interest must submit to the Plan Agent an original and completed proof of interest using the form attached hereto as **Exhibit 2**. The proof of interest must be accompanied by a stock certificate, brokerage statement or other documentary evidence reflecting the interest holder's ownership as of the date of the proof of interest.

7. The completed original proof of interest and accompanying documentation must be actually received by H. Malcolm Lovett, Jr., Plan Agent, c/o David R. Jones, Porter & Hedges, L.L.P., 1000 Main Street, 36th Floor, Houston, Texas 77002 by 5:00 p.m. (Houston Time) on the Bar Date. Facsimile and electronic mail copies will not be accepted.

8. Proofs of interest that are not timely filed or signed and supported by a stock certificate, brokerage statement or other documents reflecting the interest holder's ownership as of the date of the proof of interest will be ineffective to assert a Class 8 – Interest. **The failure to timely follow the foregoing procedure shall result in the automatic disallowance of the Class 8 – Interest and the holder of such interest is forever barred from receiving any distribution under the Plan** (emphasis added).

6. The Plan Agent received the following proofs of interests after the Class 8 Bar

Date:

Date Received	Name	Shares
03/01/11	Garrett Mulder	300
03/01/11	Michael Stephan Damron IRA Rollover	800
03/01/11	Gloria Jane Damron IRA Rollover	4,000
03/01/11	Michael Stephan Damron TTEE B Trust Share #3 of Ted M. Damron	100
03/01/11	Beverly Louise Damron	1,000
03/01/11	Joseph Michaels 401(k)	1,000
03/01/11	William M. Connell Rollover IRA	300
03/01/11	James A. Rexrode	100
03/01/11	William Hoyler Pfeiffer IRA	400
03/01/11	Steve and Janice Flader	100
03/01/11	Don R. Clemens IRA	1,300
03/01/11	Nancy C. Tattersall IRA	50
03/01/11	Curtis H. Parks	200
03/01/11	Anthony Breault	100
03/01/11	Paul A. Clifford	30

Date Received	Name	Shares
03/02/11	Patsy S. Law Trust Account	500
03/02/11	Dr. William S. Friedman	500
03/02/11	Oren Rosenthal	425
03/03/11	Richard Bezozo	500
03/03/11	IRA FBO Joel Adelman	100
03/03/11	Lois J. Carmi	60
03/04/11	Rene Dehondt	200
03/04/11	IRA FBO William J. Follett	1,000
03/07/11	Joseph H. Beste and Janice A. Beste	800
03/07/11	Steve Marotta	250
03/07/11	Gustave J. Salerm	300
03/11/11	Dale W. Goddard	600
03/15/11	Aaron E. Shelden & Millicent R. Shelden TTEES, The Shelden Family Trust	500
03/19/11	Wendy M. Perry and Michael E. Perry JTWROS	50
03/21/11	Edward H. Acke SDIRA Rollover	500
03/23/11	Elizabeth Nelson Plott	400
03/23/11	Joseph G. Calhoun Rolth IRS	30,000
03/23/11	Lynn A. Calhoun, Custodian, Ryan J. Calhoun UTMA	5,000
03/23/11	Lynn A. Calhoun, Custodian, Griffin P. Calhoun UTMA	5,000
03/23/11	Joseph G. Calhoun and Lynn A. Calhoun JT TEN	3,000
03/24/11	Randy Putman Rollover IRA	9,500
03/28/11	Frank Bramson Living Trust (Custody Account)	250
03/30/11	IRA FBO Wayne L. Runk	58
04/01/11	Randy Putman	20,000
04/01/11	John R. Morella, Sr. IRA	100

Request for Disallowance of Late-Filed Proofs of Interest

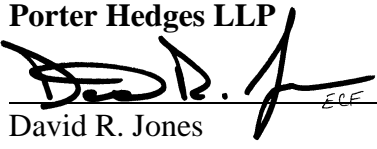
7. The Procedures Order is final and non-appealable. The language of the Procedures Order is clear and unambiguous. In order to proceed with the distribution process, however, the Trustee seeks an order specifically disallowing all proofs of interest received after

the Class 8 Bar Date. This process will also provide the affected parties an opportunity to address the Court regarding their individual situations.

Relief Requested


The Plan Agent requests that the Court (i) disallow the proofs of interest received by the Plan Agent after the Class 8 Bar Date; and (ii) grant such other relief as set forth above.

Dated: April 12, 2011.

Porter Hedges LLP
By:  ECF
David R. Jones
State Bar No. 00786001/S.D.Tex. No. 16082
Joshua W. Wolfshohl
State Bar No. 24038592
1000 Main, 36th Floor
Houston, Texas 77002
(713) 226-6000
(713) 226-6253 (Facsimile)
Counsel for H. Malcolm Lovett, Jr., Plan Agent

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing instrument shall be duly served (i) by first class mail to all of the parties listed on the attached Service List; and (ii) by electronic transmission to all registered ECF users appearing in this case on April 12, 2011.

 ECF
David R. Jones

Service List

Garrett Mulder
3242 Eden St.
Camp Lejeune, NC 28547-1406

Nancy C. Tattersall
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San Rafael, CA 94901-2506

Michael Stephan Damron
332 Lotus Loop
Hot Springs, AR 71901-9218

Curtis H. Parks
3609 Green Valley Rd.
Ijamsville, MD 21754

Gloria Jane Damron
332 Lotus Loop
Hot Springs, AR 71901-9218

Anthony Breault
1890 Sunset Ct.
West Linn, OR 97068

Michael Stephan Damron TTEE B Trust
Share #3 of Ted M. Damron
332 Lotus Loop
Hot Springs, AR 71901-9218

Paul A. Clifford
193 Lee Road 560
Smiths, AL 36877-2258

Beverly Louise Damron
332 Lotus Loop
Hot Springs, AR 71901-9218

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Everett, WA 98201

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Rene Dehondt
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Service List

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Gustave J. Salerm
Argentina

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